BILL NO. 75

Government Bill

1st Session, 60th General Assembly
Nova Scotia
55 Elizabeth II, 2006

An Act to Amend Chapter 418 of the Revised Statutes, 1989, the Securities Act

CHAPTER 46
ACTS OF 2006

AS ASSENTED TO BY THE LIEUTENANT GOVERNOR
NOVEMBER 23, 2006

The Honourable Michael G. Baker, Q.C.
Minister responsible for the Securities Act

Halifax, Nova Scotia
Printed by Authority of the Speaker of the House of Assembly

An Act to Amend Chapter 418 of the Revised Statutes, 1989, the Securities Act

Be it enacted by the Governor and Assembly as follows:

1 (1) Subsection 2(1) of Chapter 418 of the Revised Statutes, 1989, the *Securities Act*, as amended by Chapter 15 of the Acts of 1990, Chapter 32 of the Acts of 1996, Chapter 41 of the Acts of 2001, Chapter 39 of the Acts of 2002, Chapter 26 of the Acts of 2005 and Chapter 27 of the Acts of 2005, is further amended by

(a) striking out clause (c);

(b) relettering clause (ha) as (hb) and adding immediately after clause (h) the following clause:

(ha) "control person" means

(i) a person or company who holds a sufficient number of the voting rights attached to all outstanding voting securities of an issuer to affect materially the control of the issuer and, where a person or company holds more than twenty per cent of the voting rights attached to all outstanding voting securities of an issuer, the person or company is deemed, in the absence of evidence to the contrary, to hold a sufficient number of the voting rights to affect materially the control of the issuer, or

(ii) each person or company in a combination of persons or companies acting in concert by virtue of an agreement, arrangement, commitment or understanding, who holds in total a sufficient number of the voting rights attached to all outstanding voting securities of an issuer to affect materially the control of the issuer and, where a combination of persons or companies holds more than twenty per cent of the voting rights attached to all outstanding voting securities of an issuer, the combination of persons or companies is deemed, in the absence of evidence to the contrary, to hold a sufficient number of the voting rights to affect materially the control of the issuer;

(c) adding "or under a delegation or other transfer of an extra-provincial authority under Section 149B**" immediately after "regulations" in the last line of clause (j);**

(d) striking out clause (k) and substituting the following clause:

(k) "director" means a director of a company or an individual performing a similar function or occupying a similar position for a company or for any other person;

(e) striking out subclause (l)(iii) and substituting the following subclause:

(iii) a trade in previously issued securities of an issuer from the holdings of a control person,

(f) adding immediately after clause (o) the following clause:

(oa) "forward-looking information" means disclosure regarding possible events, conditions or results of operations that is based on assumptions about future economic conditions and courses of action, and includes future-oriented financial information with respect to prospective results of operations, financial position or cash flows that is presented either as a forecast or a projection;

(g) striking out clause (r) and substituting the following clause:

(r) "insider" means

(i) a director or officer of an issuer,

(ii) a director or officer of a person or company that is itself an insider or subsidiary of an issuer,

(iii) a person or company that has

(A) beneficial ownership of, or control or direction over, directly or indirectly, or

(B) a combination of beneficial ownership of, and control or direction over, directly or indirectly,

securities of an issuer carrying more than ten per cent of the voting rights attached to all the issuer's outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the person or company as underwriter in the course of a distribution,

(iv) an issuer that has purchased, redeemed or otherwise acquired a security of its own issue, for so long as it continues to hold that security,

(v) a person or company designated as an insider in an order made under subsection (1) of Section 30A, or

(vi) a person or company that is in a class of persons or companies designated by the regulations,

but does not include any person or company, or a class of persons or companies, that is designated not to be an insider by an order made under subsection (1) of Section 30A or a regulation;

(h) adding immediately after clause (rb) the following clause:

(rc) "investment fund manager" means a person or company that directs the business, operations or affairs of an investment fund;

(i) striking out clause (v) and substituting the following clause:

(v) "material change" means

(i) where used in relation to an issuer other than an investment fund,

(A) a change in the business, operations or capital of the issuer that would reasonably be expected to have a significant effect on the market price or value of a security of the issuer, or

(B) a decision to implement a change referred to in paragraph (A) made by the directors of the issuer, or by senior management of the issuer who believe that confirmation of the decision by the directors is probable,

and

(ii) where used in relation to an issuer that is an investment fund,

(A) a change in the business, operations or affairs of the issuer that would be considered important by a reasonable investor in determining whether to purchase or to continue to hold a security of the issuer, or

(B) a decision to implement a change referred to in paragraph (A) made by

(I) the directors of the issuer or the directors of the investment fund manager of the issuer,

(II) senior management of the issuer who believe that confirmation of the decision by the directors is probable, or

(III) senior management of the investment fund manager of the issuer who believe that confirmation of the decision by the directors of the investment fund manager of the issuer is probable;

(j) striking out clause (w) and substituting the following clause:

(w) "material fact", where used in relation to securities issued or proposed to be issued, means a fact that would reasonably be expected to have a significant effect on the market price or value of the securities;

(k) striking out "Attorney General" in the first and second lines of clause (x) and substituting "Minister of Finance**";**

(l) adding "by reference**" immediately after "incorporated" in the last line of clause (aab);**

(m) striking out clause (ac) and substituting the following clause:

(ac) "officer", with respect to an issuer or registrant, means

(i) a chair or vice-chair of the board of directors, a chief executive officer, chief operating officer, chief financial officer, president, vice-president, secretary, assistant secretary, treasurer, assistant treasurer and general manager,

(ii) an individual who is designated as an officer under a by-law or similar authority of the issuer or registrant, and

(iii) an individual who performs functions for a person or company similar to those normally performed by an individual referred to in subclause (i) or (ii);

(n) striking out clauses (afa), (afb), (ag), (aga), (ah) and (aha) and substituting the following clause:

(afa) "prescribed securities" means securities prescribed by the Commission from time to time for the purpose of subclause (iv) of clause (at);

(o) striking out subclause (ao)(i) to (iii) and substituting the following subclauses:

(i) that has filed a

(A) prospectus for which the Director has issued a receipt under this Act, or

(B) securities exchange take-over bid circular under this Act on or before the coming into force of this paragraph,

(ii) that has exchanged its securities with another issuer or with the holders of the securities of that other issuer in connection with an amalgamation, merger, reorganization, arrangement or similar transaction if one of the parties to the amalgamation, merger, reorganization, arrangement or similar transaction was a reporting issuer at the time of the amalgamation, merger, reorganization, arrangement or similar transaction,

(p) striking out clause (aqa) and substituting the following clause:

(aqa) "self-regulatory organization" means a person or company that is organized for the purpose of regulating the operations and the standards of practice and business conduct of its members and their representatives with a view to promoting the protection of investors and the public interest;

(q) striking out clause (ar); and

(r) striking out subclause (at)(iv) and substituting the following subclause:

(iv) a bank with respect to prescribed securities or banking transactions;

(2) Subsections 2(8) and (9) of Chapter 418 are repealed.

2 Subsection 4(1) of Chapter 418 is amended by striking out "six" in the second line and substituting "eight**".**

3 Section 6 of Chapter 418 is repealed and the following Section substituted:

6 (1) The Director shall forthwith notify the Commission of every decision refusing registration under Section 32 or refusing to issue a receipt for a prospectus under Section 66 and the Commission may, within thirty days of the decision,

notify the Director and any person or company directly affected of its intention to convene a hearing to review the decision.

(2) Any person or company directly affected by a decision of the Director may, by notice in writing sent by registered mail to the Commission within thirty days after the mailing of the notice of the decision, request and be entitled to a hearing and review thereof by the Commission.

(3) Upon a hearing and review, the Commission may, by order, confirm the decision under review or make such other decision as the Commission considers proper.

(4) Notwithstanding that a person or company requests a hearing and review pursuant to subsection (2), the decision under review takes effect immediately, but the Commission may grant a stay until disposition of the hearing and review.

4 Subsection 11(1) of Chapter 418 is repealed and the following subsections substituted:

(1) The Commission shall appoint a Secretary.

(1A) The Secretary

(a) may accept service of all notices and other documents on behalf of the Commission;

(b) where authorized by the Commission, may sign a decision made by the Commission as a result of a hearing;

(c) may certify under the Secretary's hand a decision made by the Commission or a document, record or thing used in connection with a hearing by the Commission if certification is required for a purpose other than that stated in subsection (3) of Section 26;

(d) may exercise such other powers as are vested in the Secretary by this Act or the regulations; and

(e) shall perform such duties as are imposed on the Secretary by this Act or the regulations or by the Commission.

(1B) Where the Secretary is absent for any reason, the Commission may designate another individual to act in the capacity of Secretary and the individual designated has all the powers and duties of the Secretary.

(1C) A certificate purporting to be signed by the Secretary is, without proof of the office or signature, admissible in evidence, so far as it is relevant, for all purposes in any action, prosecution or other proceeding.

5 Clause 19(1)(b) of Chapter 418 is repealed.

6 Section 23 of Chapter 418, as amended by Chapter 15 of the Acts of 1990, is further amended by adding immediately after subsection (2) the following subsections:

(3) A quorum of the Commission may assign to the Director any of its powers and duties under this Act, except powers and duties under Sections 6, 27 to 29D and 150.

(4) The Commission may revoke, in whole or in part, an assignment of powers and duties under subsection (3).

(5) An assignment under this Section is subject to such terms and conditions as set out in the assignment.

(6) Where the Director is absent or incapable of acting, the Commission may designate another individual to act as Director.

7 Section 25 of Chapter 418 is repealed.

8 (1) Subsection 26(1) of Chapter 418, as enacted by Chapter 15 of the Acts of 1990 and amended by Chapter 32 of the Acts of 1996, is further amended by

(a) striking out ", 86" in the fourth line;

(b) striking out "subsection (2) of Section 94," in the fourth and fifth lines; and

(c) striking out "Trial Division of the Supreme Court" in the last two lines and substituting "Nova Scotia Court of Appeal".

(2) Subsection 26(2) of Chapter 418 is amended by striking out "Trial Division of the Supreme Court" in the third and fourth lines and substituting "Nova Scotia Court of Appeal".

(3) Subsection 26(3) of Chapter 418 is amended by striking out "Supreme Court" in the second line and substituting "Court of Appeal".

9 Subsection 27(4) of Chapter 418, as enacted by Chapter 15 of the Acts of 1990, is amended by adding "or company" **immediately after "person" in the first line.**

10 Section 28 of Chapter 418 is repealed.

11 Section 29A of Chapter 418 is repealed and the following Sections substituted:

29A (1) Except in accordance with Section 29AA, no person or company shall disclose at any time, except to their counsel,

(a) the nature or content of an order under Section 27 or 29; or

(b) the name of any person examined or sought to be examined under Section 27, any testimony given under Section 27, any information obtained under Section 27, the nature or content of any questions asked under Section 27, the nature or content of any demands for the production of any document or other thing under Section 27 or the fact that any document or other thing was produced under Section 27.

(2) Where the Commission issues an order under Section 27 or the Minister issues an order under Section 29, all reports provided under subsection (15) of Section 27 or Section 29B, all testimony given under Section 27 and all documents and other things obtained under Section 27 relating to the investigation or examination that is the subject of the order are for the exclusive use of the Commission or of such other regulator as the Commission may specify in the order, and shall not be disclosed or produced to any other person or company or in any other proceeding except as permitted under Section 29AA.

29AA(1) Where the Commission considers that it would be in the public interest, it may make an order authorizing the disclosure to any person or company of

(a) the nature or content of an order under Section 27;

(b) the name of any person examined or sought to be examined under Section 27, any testimony given under Section 27, any information obtained under Section 27, the nature or content of any questions asked under Section 27, the nature or content of any demands for the production of any document or other thing under Section 27 or the fact that any document or other thing was produced under Section 27; or

(c) all or part of a report provided under subsection (15) of Section 27.

(2) No order shall be made under subsection (1) unless the Commission has, where practicable, given reasonable notice and an opportunity to be heard to

(a) persons and companies named by the Commission; and

(b) in the case of disclosure of testimony given or information obtained under Section 27, the person or company that gave the testimony or from which the information was obtained.

(3) Without the written consent of the person from whom the testimony was obtained, no order shall be made under subsection (1) authorizing the disclosure of testimony given under subsection (3) of Section 27 to

(a) a municipal, provincial, federal or other police force or a member of a police force; or

(b) a person responsible for the enforcement of the criminal law of Canada or of any other country or jurisdiction.

(4) An order under subsection (1) may be subject to terms and conditions imposed by the Commission.

(5) A court having jurisdiction over a prosecution under the *Summary Proceedings Act* initiated by the Commission may compel production to the court of any testimony given or any document or other thing obtained under Section 27 and, after inspecting the testimony, document or thing and providing all interested parties with an opportunity to be heard, the court may order the release of the testimony, document or thing to the defendant if the court determines that it is relevant to the prosecution, is not protected by privilege and is necessary to enable the defendant to make full answer and defence, but the making of an order under this subsection does not determine whether the testimony, document or thing is admissible in the prosecution.

(6) A person appointed to make an investigation or examination under this Act may disclose or produce anything mentioned in subsection (1), but may do so only in connection with

(a) a proceeding commenced or proposed to be commenced by the Commission under this Act; or

(b) an examination of a witness, including an examination of a witness under Section 27.

(7) Without the written consent of the person from whom the testimony was obtained, no disclosure shall be made under subsection (6) of testimony given under subsection (3) of Section 27 to

(a) a municipal, provincial, federal or other police force or a member of police force; or

(b) a person responsible for the enforcement of the criminal law of Canada or of any other country or jurisdiction.

(8) Testimony given under Section 27 shall not be admitted in evidence against the person from whom the testimony was obtained in a prosecution for an offence under Section 129 or in any other prosecution governed by the *Summary Proceedings Act*.

12 Section 29C of Chapter 418 is repealed and the following Section substituted:

29C (1) Where the Commission considers it expedient,

(a) for the due administration of Nova Scotia securities laws or the regulation of the capital markets in the Province; or

(b) to assist in the due administration of the securities laws or the regulation of the capital markets in another jurisdiction,

the Commission may direct a person or company having on deposit or under its control or for safekeeping any funds, securities or property of any person or company to retain those funds, securities or property and to hold them until the Commission, in writing, revokes the direction or consents to release a particular fund, security or property from the direction, or until the Supreme Court of Nova Scotia orders otherwise.

(2) A direction under subsection (1) that names a bank or other financial institution applies only to the branches of the bank or other financial institution identified in the direction.

(3) A direction under subsection (1) does not apply to funds, securities or property in a clearing agency or to securities in process of transfer by a transfer agent unless the direction so states.

(4) The Commission may order that a direction under subsection (1) be certified to a registrar of deeds or the Minister of Natural Resources and that it be registered or recorded against the lands or claims identified in the direction, and on registration or recording of the certificate it has the same effect as a certificate of pending litigation.

(5) As soon as practicable and not later than seven days after a direction is issued under subsection (1), the Commission shall apply to the Supreme Court of Nova Scotia to continue the direction or for such other order as the court considers appropriate.

(6) A direction under subsection (1) may be made without notice but, in that event, copies of the direction shall be sent forthwith by such means as the Commission may determine to all persons and companies named in the direction.

(7) A person or company directly affected by a direction may apply to the Commission for clarification or to have the direction varied or revoked.

13 (1) Subsections 29D(1) and (2) of Chapter 418 are repealed and the following subsections substituted:

(1) The Commission may apply to the Supreme Court of Nova Scotia for an order appointing a receiver, receiver and manager, trustee or liquidator of all or any part of the property of any person or company.

(2) No order shall be made under subsection (1) unless the court is satisfied that

(a) the appointment of a receiver, receiver and manager, trustee or liquidator of all or any part of the property of the person or company is in the best interests of the creditors of the person or company or of persons or companies any of whose property is in the possession or under the control of the person or company or the security holders of or subscribers to the person or company; or

(b) it is appropriate for the due administration of Nova Scotia securities laws.

(2) Section 29D of Chapter 418, as enacted by Chapter 15 of the Acts of 1990 and amended by Chapter 27 of the Acts of 2005, is further amended by adding immediately after subsection (4) the following subsection:

(4A) Where an order is made appointing a receiver, receiver and manager, trustee or liquidator of the property of a person or company under this Section, the powers of the directors of the company that the receiver, receiver and manager, trustee or liquidator is authorized to exercise may not be exercised by the directors until the receiver, receiver and manager, trustee or liquidator is discharged by the court.

14 Subsection 30(1) of Chapter 418, as enacted by Chapter 15 of the Acts of 1990, is amended by striking out "which represents registrants and regulates the standards of practice and business conduct of its members" in the second, third and fourth lines.

15 (1) Subsection 30A(1) of Chapter 418, as enacted by Chapter 26 of the Acts of 2005, is amended by adding immediately after clause (c) the following clause:

(ca) a person or company, or class of persons or companies, not to be an insider;

(2) Subsection 30A(2) of Chapter 418 is repealed and the following subsection substituted:

(2) An order made under subsection (1)

(a) may be made by the Commission on its own motion or on the application of an interested person or company; and

(b) shall not be made without giving the affected or interested person or company an opportunity to have a hearing before the Commission.

16 Subsection 31(1) of Chapter 418, as amended by Chapter 15 of the Acts of 1990, is further amended by striking out "No" in the first line and substituting "Subject to any exemption in Nova Scotia securities laws, no".

17 Subsections 33(1) to (3) of Chapter 418 are repealed and the following subsections substituted:

(1) Where a registrant applies to surrender its registration, the Director may accept the surrender, subject to such terms and conditions as the Director may impose, unless the Director considers it prejudicial to the public interest to do so.

(2) On receiving an application under subsection (1), the Director may, without providing an opportunity to be heard, suspend the registration or impose conditions or restrictions on the registration.

18 Section 34 of Chapter 418 is repealed.

19 Section 35 of Chapter 418 is repealed and the following Section substituted:

35 An application for registration or an amendment to a registration shall be made in accordance with the regulations and be accompanied by such fee as may be prescribed by the regulations.

20 Sections 38 and 40 of Chapter 418 are repealed.

21 (1) Clauses 41(1)(a) to (aa) and (ac) to (am) of Chapter 418 are repealed.

(2) Clauses 41(2)(a) to (g) and (j) to (o) of Chapter 418 are repealed.

22 Sections 50 and 51 of Chapter 418 are repealed and the following Section substituted:

50 (1) A person or company shall not represent that the person or company is registered under this Act unless

(a) the representation is true; and

(b) in making the representation, the person or company specifies the person or company's category of registration under this Act and the regulations.

(2) A person or company shall not make a statement about something that a reasonable investor would consider important in deciding whether to enter into or maintain a trading or advising relationship with the person or company if the statement is untrue or omits information necessary to prevent the statement from being false or misleading in the circumstances in which it is made.

23 Subsection 58(1) of Chapter 418 is repealed and the following subsection substituted:

(1) Subject to any exemption in Nova Scotia securities laws, no person or company shall trade in a security on the person's or company's own account or on behalf of any other person or company, if such trade would be a distribution of such security, unless a preliminary prospectus and a prospectus have been filed and receipts therefore have been issued by the Director.

24 Sections 62 to 64 of Chapter 418 are repealed and the following Sections substituted:

62 (1) An amendment to a preliminary prospectus or a prospectus shall be filed and delivered in accordance with the regulations.

(2) Where an amendment to a prospectus is filed for the purpose of distributing securities in addition to the securities previously disclosed in the prospectus or an amendment to the prospectus, the additional distribution must comply with the regulations.

63 A prospectus or an amendment to a prospectus filed under this Act shall contain certificates in accordance with the regulations.

25 Subsections 65(1) and (2) of Chapter 418 are repealed.

26 Subsection 66(2) of Chapter 418 is repealed and the following subsection substituted:

(2) The Director shall not issue a receipt for a prospectus if it appears to the Director that

(a) the prospectus or any document required to be filed with it

(i) does not comply in any substantial respect with any of the requirements of this Act or the regulations,

(ii) contains any statement, promise, estimate or forward-looking information that is misleading, false or deceptive, or

(iii) contains a misrepresentation;

(b) an unconscionable consideration has been paid or given or is intended to be paid or given for any services or promotional purposes or for the acquisition of property;

(c) the aggregate of

(i) the proceeds from the sale of the securities under the prospectus that are to be paid into the treasury of the issuer, and

(ii) the other resources of the issuer,

is insufficient to accomplish the purpose of the issue stated in the prospectus;

(d) the issuer cannot reasonably be expected to be financially responsible in the conduct of its business because of the financial condition of

(i) the issuer,

(ii) any of the issuer's officers, directors, promoters or control persons, or

(iii) the investment fund manager of the issuer or any of the investment fund manager's officer, directors or control persons;

(e) the business of the issuer may not be conducted with integrity and in the best interests of the security holders of the issuer because of the past conduct of

(i) the issuer,

(ii) any of the issuer's officers, directors, promoters or control persons, or

(iii) the investment fund manager of the issuer or any of the investment fund manager's officers, directors or control persons;

(f) a person or company that has prepared or certified any part of the prospectus, or that is named as having prepared or certified a report or valuation used in connection with the prospectus, is not acceptable;

(g) an escrow or pooling agreement in the form that the Director considers necessary or advisable with respect to the securities has not been entered into; or

(h) adequate arrangements have not been made for the holding in trust of the proceeds payable to the issuer from the sale of securities pending the distribution of the securities.

27 Section 67 of Chapter 418 is repealed and the following Section substituted:

67 (1) No distribution of a security to which subsection (1) of Section 58 applies shall continue after the prescribed lapse date, unless the distribution is in accordance with the regulations.

(2) Where a distribution to which subsection (1) applies is not in accordance with the regulations, all trades completed after the prescribed lapse date may be cancelled at the option of the purchaser in accordance with the regulations.

28 Subsection 68(1) and (2) of Chapter 418 are repealed and the following subsection substituted:

(1) A person or company may, where permitted by the regulations, file a short form of preliminary prospectus, short form of prospectus, *pro forma* prospectus,

preliminary simplified prospectus, simplified prospectus or *pro forma* simplified prospectus under Section 58 or 67 in the prescribed form and any such prospectus that complies with the regulations applicable thereto shall, for the purpose of Section 61, be considered to provide sufficient disclosure of all material facts relating to the securities issued or proposed to be distributed under the prospectus.

29 Subsection 70(1) of Chapter 418 is repealed and the following subsection substituted:

(1) In this Section, "waiting period" means the interval, as prescribed by the regulations, or, where no waiting period is prescribed, the interval between the issuance by the Director of a receipt for a preliminary prospectus relating to the offering of the security and the issuance by the Director of a receipt for the prospectus.

30 Sections 71 and 72 of Chapter 418 are repealed.

31 Section 73 of Chapter 418, as amended by Chapter 15 of the Acts of 1990, is further amended by striking out "according to the record maintained under Section 72" in the last two lines and substituting "in accordance with the regulations".

32 Section 76 of Chapter 418 is repealed and the following Section substituted:

76 (1) A person or company within a prescribed class of persons or companies who receives an order or subscription for a security offered in a distribution to which subsection (1) of Section 58 or subsection (1) of Section 67 applies shall deliver the latest prospectus, and any amendment to the prospectus, to the purchaser in accordance with the regulations.

(2) A person or company that purchases a security under a distribution to which subsection (1) of Section 58 or subsection (1) of Section 67 applies may cancel the purchase of the security in the circumstances prescribed by the regulations.

33 (1) Clauses 77(1)(a) to (ag) of Chapter 418 are repealed.

(2) Subsections 77(2) and (4) of Chapter 418 are repealed.

(3) Subsection 77(10) of Chapter 418 is repealed.

(4) Subsections 77(12) to (14) of Chapter 418 are repealed and the following subsection substituted:

(12) The Commission may publish a list of reporting issuers who are in default of any requirement of this Act or the regulations.

34 Clauses 78(1)(a) to (c) of Chapter 418 are repealed and the following clause substituted:

(a) referred to in subsection (2) of Section 41, excepting clause (p) thereof;

35 Section 81 of Chapter 418 is repealed and the following Section substituted:

81 (1) A reporting issuer shall, in accordance with the regulations, provide

(a) prescribed periodic disclosure about its business and affairs;

(b) disclosure of a material change; and

(c) other prescribed disclosure.

(2) An issuer that is not a reporting issuer shall disclose prescribed information in accordance with the regulations.

36 Sections 83 to 88 of Chapter 418 are repealed.

37 Section 89 of Chapter 418 is repealed and the following Section substituted:

89 Upon the application of a reporting issuer, the Commission may order, subject to such terms and conditions as it may impose, that the reporting issuer is deemed to have ceased to be a reporting issuer if it is satisfied that to do so would not be prejudicial to the public interest.

38 Sections 90 to 92 and Section 94 of Chapter 418 are repealed and the following Section substituted:

90 (1) Where the regulations provide for the form, content, filing and sending of information circulars or form of proxy, any person or company that sends or is required to send an information circular or a form of proxy to security holders of a reporting issuer shall do so in accordance with the regulations.

(2) A proxy that is executed by a security holder may confer authority, and is subject to any restrictions, as prescribed or otherwise provided for under the regulations.

39 Sections 95 to 111 of Chapter 418 are repealed and the following Sections substituted:

95 In Sections 95 to 99,

(a) "interested person" means

(i) an issuer whose securities are the subject of a take-over bid, issuer bid or other offer to acquire,

(ii) a security holder, director or officer of an issuer described in subclause (i),

(iii) an offeror,

(iv) the Director, and

(v) any person or company not referred to in subclauses (i) to (iv) who, in the opinion of the Commission or the Supreme Court of Nova Scotia, as the case may be, is a proper person to make an application under Section 98 or 99;

(b) "issuer bid" means a direct or indirect offer to acquire or redeem a security or a direct or indirect acquisition or redemption of a security that is

(i) made by the issuer of the security, and

(ii) within a prescribed class of offers, acquisitions or redemptions;

(c) "take-over bid" means a direct or indirect offer to acquire a security that is

(i) made directly or indirectly by a person or company other than the issuer of the security, and

(ii) within a prescribed class of offers to acquire.

96 A person or company shall not make a take-over bid or issuer bid, whether alone or acting jointly or in concert with one or more persons or companies, except in accordance with the regulations.

97 (1) When a take-over bid has been made, the directors of the issuer whose securities are the subject of the bid shall

(a) determine whether to recommend acceptance or rejection of the bid or determine not to make a recommendation; and

(b) make the recommendation, or a statement that they are not making a recommendation, in accordance with the regulations.

(2) An individual director or officer of the issuer described in subsection (1) may recommend acceptance or rejection of the take-over bid if the recommendation is made in accordance with the regulations.

98 (1) On application by an interested person, where the Commission considers that a person or company has not complied or is not complying with Sections 95 to 99 or the regulations, the Commission may make an order

(a) restraining the distribution of any document, record or materials used or issued in connection with a take-over bid or issuer bid;

(b) requiring an amendment to or variation of any document, record or materials used or issued in connection with a take-over bid or issuer bid and requiring the distribution of amended, varied or corrected information;

(c) directing any person or company to comply with Sections 95 to 99 or the regulations;

(d) restraining any person or company from contravening Sections 95 to 99 or the regulations;

(e) directing the directors and officers of any person or company to cause the person or company to comply with or to cease contravening Sections 95 to 99 or the regulations.

(2) On application by an interested person, the Commission may order that a person or company is exempt from any requirement under Sections 95 to 99 or the regulations if the Commission considers it would not be prejudicial to the public interest to do so.

99 (1) On application by an interested person, where the Supreme Court of Nova Scotia is satisfied that a person or company has not complied with Sections 95 to 99 or the regulations, the Supreme Court of Nova Scotia may make an interim or final order as the court sees fit, including, without limiting the foregoing, an order

(a) compensating any interested person who is a party to the application for damages suffered as a result of a contravention of Sections 95 to 99 or the regulations;

(b) rescinding a transaction with any interested person, including the issue of a security or a purchase and sale of a security;

(c) requiring any person or company to dispose of any securities acquired pursuant to or in connection with a take-over bid or issuer bid;

(d) prohibiting any person or company from exercising any or all of the voting rights attached to any securities; or

(e) requiring the trial of an issue.

(2) Where the Director is not the applicant under subsection (1), the Director

(a) must be given notice of the application; and

(b) is entitled to appear at the hearing and make representations to the Supreme Court of Nova Scotia.

40 Subsection 112(2) of Chapter 418, as amended by Chapter 15 of the Acts of 1990, is further amended by

(a) adding "and" immediately after clause (a);

(b) striking out "and" immediately after clause (b); and

(c) striking out clause (c).

41 Sections 113 and 116 and 117 of Chapter 418 are repealed and the following Sections substituted:

113 An insider of a reporting issuer shall file reports and make disclosure in accordance with the regulations.

114 Where a person or company acquires beneficial ownership, directly or indirectly of, or direct or indirect control or direction over, securities of a prescribed type or class of a reporting issuer representing a prescribed percentage of the outstanding securities of that type or class, the person or company and any person or company acting jointly or in concert with the person or company shall make and file disclosure in accordance with the regulations and comply with any prohibitions in the regulations on transactions in securities of the reporting issuer.

42 Section 124 of Chapter 418 is repealed and the following Section substituted:

124 Every investment fund manager shall

(a) exercise the powers and discharge the duties of its office honestly, in good faith and in the best interests of the investment fund; and

(b) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances.

43 Chapter 418 is further amended by adding immediately after Section 127 the following Sections:

127A Where the regulations so provide, a body established under subsection (1) of Section 127D by an investment fund may approve a transaction that is prohibited under Sections 112 to 127 and, in that case, the prohibition does not apply to the transaction.

127B In Sections 127C and 127D, "prescribed" means prescribed in the regulations.

127C For the purpose of this Act, a reporting issuer shall comply with such requirements as may be prescribed with respect to the governance of reporting issuers, including requirements relating to

(a) the composition of its board of directors and qualifications for membership on the board, including matters respecting the independence of members;

(b) the establishment of specified types of committees of the board of directors, the mandate, functioning and responsibilities of each committee, the composition of each committee and the qualifications for membership on the committee, including matters respecting the independence of members;

(c) the establishment and enforcement of a code of business conduct and ethics applicable to its directors, officers and employees and applicable to persons or companies that are in a special relationship with the reporting issuer, including the minimum requirements for such a code; and

(d) procedures to regulate conflicts of interest between the interests of the reporting issuer and those of a director or officer of the issuer.

127D (1) Where required to do so by the regulations, an investment fund shall establish and maintain a body for the purpose of overseeing activities of the investment fund and the investment fund manager, reviewing or approving prescribed matters affecting the investment fund, including transactions referred to in Section 127A, and disclosing information to security holders of the fund, to the investment fund manager and to the Commission.

(2) The body referred to in subsection (1) has such powers and duties as may be prescribed.

44 (1) Subsection 129(1) of Chapter 418, as amended by Chapter 15 of the Acts of 1990, is further amended by

(a) striking out "this Act or the regulations" in the third line of clause (a) and substituting "Nova Scotia securities laws"**;**

(b) striking out "this Act or the regulations" in the sixth line of clause (b) and substituting "Nova Scotia securities laws";

(c) striking out "this Act or the regulations" in the first and second lines of clause (c) and substituting "Nova Scotia securities laws";

(d) striking out "this Act or the regulations" in the third line of clause (d) and substituting "Nova Scotia securities laws";

(e) striking out "one" in the second last line and substituting "five"; **and**

(f) striking out "two years" in the last line and substituting "five years less a day".

(2) Section 129 of Chapter 418, as amended by Chapter 15 of the Acts of 1990, is further amended by adding immediately after subsection (1) the following subsection:

(1A) Clauses (a) and (b) of subsection (1) do not apply to a statement made or given to the Commission in a submission in respect of a proposed rule or policy.

(3) Subsection 129(3) of Chapter 418, as amended by Chapter 15 of the Acts of 1990, is further amended by

(a) striking out "one" in the sixth line and substituting "five"; **and**

(b) striking out "two years" in the seventh line and substituting "five years less a day".

(4) Subsections 129(4) and (5) of Chapter 418 are repealed and the following subsections substituted:

(4) Notwithstanding subsection (1) and in addition to any imprisonment imposed under subsection (1), a person or company who is convicted of contravening subsection (1), (2) or (3) of Section 82 is liable to a minimum fine equal to the profit made or the loss avoided by the person or company by reason of the contravention and a maximum fine equal to the greater of

(a) five million dollars; and

(b) the amount equal to triple the amount of the profit made or the loss avoided by the person or company by reason of the contravention.

(5) Where it is not possible to determine the profit made or loss avoided by the person or company by reason of the contravention, subsection (4) does not apply but subsection (1) continues to apply.

(6) In subsections (4) and (5),

(a) "loss avoided" means the amount by which the amount received for the security sold in contravention of subsection (1) of Section 82 exceeds the average trading price of the security in the twenty trading days following general disclosure of the material fact or the material change;

(b) "profit made" means

(i) the amount by which the average trading price of the security in the twenty trading days following general disclosure of the material fact or the material change exceeds the amount paid for the security purchased in contravention of subsection (1) of Section 82,

(ii) in respect of a short sale, the amount by which the amount received for the security sold in contravention of subsection (1) of Section 82 exceeds the average trading price of the security in the twenty trading days following general disclosure of the material fact or the material change, or

(iii) the value of any consideration received for informing another person or company of a material fact or material change with respect to the reporting issuer in contravention of subsection (2) or (3) of Section 82.

45 Chapter 418 is further amended by adding immediately after Section 132 the following Sections:

132A A person or company shall not, directly or indirectly, engage or participate in any act, practice or course of conduct relating to securities or derivatives of securities that the person or company knows or reasonably ought to know

(a) results in or contributes to a misleading appearance of trading activity in, or an artificial price for, a security or derivative of a security; or

(b) perpetrates a fraud on any person or company.

132B (1) A person or company shall not make a statement that the person or company knows or reasonably ought to know

(a) in a material respect and at the time and in the light of the circumstances under which it is made, is misleading or untrue or does not state a fact that is required to be stated or that is necessary to make the statement not misleading; and

(b) would reasonably be expected to have a significant effect on the market price or value of a security.

(2) A breach of subsection (1) does not give rise to a statutory right of action for damages otherwise than under Sections 137 to 146N.

46 Subsection 133(1) of Chapter 418 is repealed and the following subsections substituted:

(1) The Commission may apply to the Supreme Court of Nova Scotia for a declaration that a person or company has not complied with or is not complying with Nova Scotia securities laws.

(1A) The Commission is not required, before making an application under subsection (1), to hold a hearing to determine whether the person or company has not complied with or is not complying with Nova Scotia securities laws.

(1B) An application under this Section may be made *ex parte* if the court considers it proper in the circumstances.

(1C) Where the court makes a declaration under subsection (1), the court may, notwithstanding the imposition of any other penalty on the person or company and notwithstanding any order made by the Commission, make any order that the court considers appropriate against the person or company, including, without limiting the generality of the foregoing, one or more of the following orders:

1. An order that the person or company comply with Nova Scotia securities laws.

2. An order requiring the person or company to submit to a review by the Commission of his, her or its practices and procedures and to institute such changes as may be directed by the Commission.

3. An order directing that a release, report, preliminary prospectus, prospectus, return, financial statement, information circular, take-over bid circular, issuer bid circular, offering memorandum, proxy solicitation or any other document described in the order

(i) be provided by the person or company to another person or company,

(ii) not be provided by the person or company to another person or company, or

(iii) be amended by the person or company to the extent that amendment is practicable.

4. An order rescinding any transaction entered into by the person or company relating to trading in securities including the issuance of securities.

5. An order requiring the issuance, cancellation, purchase, exchange or disposition of any securities by the person or company.

6. An order prohibiting the voting or exercise of any other right attaching to securities by the person or company.

7. An order prohibiting the person from acting as officer or director or prohibiting the person or company from acting as promoter of any market participant permanently or for such period as is specified in the order.

8. An order appointing officers and directors in place of or in addition to all or any of the officers and directors of the company then in office.

9. An order directing the person or company to purchase securities of a security holder.

10. An order directing the person or company to repay to a security holder any part of the money paid by the security holder for securities.

11. An order requiring the person or company to produce to the court or an interested person financial statements in the form required by Nova Scotia securities laws or an accounting in such other form as the court may determine.

12. An order directing rectification of the registers or other records of the company.

13. An order requiring the person or company to compensate or make restitution to an aggrieved person or company.

14. An order requiring the person or company to pay general or punitive damages to any other person or company.

15. An order requiring the person or company to disgorge to the Minister any amounts obtained as a result of the non-compliance with Nova Scotia securities laws.

16. An order requiring the person or company to rectify any past non-compliance with Nova Scotia securities laws to the extent that rectification is practicable.

17. An order directing the officers and directors of the person or company to cause the person or company to comply with Nova Scotia securities laws.

(1D) On an application under this Section the court may make sure interim orders as it considers appropriate.

47 (1) Subsection 134(1) of Chapter 418, as enacted by Chapter 15 of the Acts of 1990 and amended by Chapter 27 of the Acts of 2005, is further amended by

(a) adding ", registrant or investment fund manager" **immediately after "issuer" in the third line of subclause (d)(i);**

(b) striking out "or" at the end of clause (d);

(c) striking out "or issuer" in the first line of clause (e) and substituting ", issuer or investment manager"**;**

(d) adding "or investment manager" **immediately after "issuer" in the fifth line of subclause (e)(ii);**

(e) striking out the period at the end of clause (e) and substituting a semicolon; and

(f) adding the following clauses:

(f) that the registration of a registrant is suspended, cancelled or restricted, subject to such terms and conditions as the Commission may impose, or that terms and conditions be imposed upon a registration;

(g) that a person or company is prohibited from becoming or acting as a registrant, investment fund manager or promoter; or

(h) that a person or company be reprimanded.

(2) Section 134 of Chapter 418, as enacted by Chapter 15 of the Acts of 1990 and amended by Chapter 27 of the Acts of 2005, is further amended by adding immediately after subsection (1) the following subsections:

(1A) The Commission may, after providing an opportunity to be heard, make an order under clauses (a) to (h) of subsection (1) against a person or company if the person or company

(a) has been convicted of a criminal offence arising from a transaction, business or course of action related to securities;

(b) has been found by a court inside or outside the Province to have contravened the Nova Scotia securities laws or the securities laws of another jurisdiction; or

(c) has been found by a securities commission or other person or body empowered by statute to regulate trading in securities or to administer, regulate or enforce securities laws of another province of Canada to have contravened the securities laws of that province or territory.

(1B) The Commission may, after providing an opportunity to be heard, make an order under clauses (a) to (h) of subsection (1) against a director or officer of a company or of a person other than an individual who authorizes, permits or acquiesces in the contravention of Nova Scotia securities laws or conduct contrary to the public interest.

(3) Subsection 134(4) of Chapter 418, as enacted by Chapter 15 of the Acts of 1990, is amended by adding "temporary" immediately after "every" in the second line.

(4) Subsection 134(5) of Chapter 418, as enacted by Chapter 15 of the Acts of 1990, is amended by striking out "25" in the last line and substituting "6".

(5) Subsection 134(6) of Chapter 418, as enacted by Chapter 15 of the Acts of 1990 and amended by Chapter 27 of the Acts of 2005, is further amended by striking out "the filing of a report pursuant to subsection (3) of Section 81 or any equivalent provision in the regulations" in the last two lines and substituting "a material change report being delivered to it on a confidential basis under the regulations".

48 Section 135 of Chapter 418 is repealed and the following Section substituted:

135 Where the Commission, after a hearing,

(a) determines that

(i) a person or company has contravened or failed to comply with any provision of Nova Scotia securities laws, or

(ii) a director or officer of a person or company or a person other than an individual authorized, permitted or acquiesced in a contravention or failure to comply with any provision of Nova Scotia securities laws by the person or company;

and

(b) considers it to be in the public interest to make the order,

the Commission may order the person or company to pay an administrative penalty of not more than one million dollars for each contravention or failure to comply.

49 Subsection 137(1) of Chapter 418, as amended by Chapter 15 of the Acts of 1990, is further amended by

(a) striking out clause (b) and substituting the following clause:

(b) each underwriter of the securities that is in a contractual relationship with the issuer or selling security holder on whose behalf the distribution is made;

and

(b) striking out "has been filed pursuant to a requirement of the regulations" in the second and third lines of clause (d) and substituting "to disclosure of information in the prospectus has been filed".

50 (1) Subsection 139(1) of Chapter 418, as enacted by Chapter 15 of the Acts of 1990, is amended by striking out "by Section 104" in the third line and substituting "under this Act and the regulations".

(2) Subsection 139(2) of Chapter 418, as enacted by Chapter 15 of the Acts of 1990, is amended by striking out "by Section 105" in the third and fourth lines and substituting "under this Act and the regulations".

(3) Subsection 139(10) of Chapter 418 is repealed.

51 Chapter 418 is further amended by adding immediately after Section 139 the following Section:

139A (1) A person or company is not liable in an action under Section 137, 138 or 139 for a misrepresentation in forward-looking information if the person or company proves all of the following things:

(a) the document containing the forward-looking information contained, proximate to that information,

(i) reasonable cautionary language identifying the forward-looking information as such, and identifying material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the forward-looking information, and

(ii) a statement of the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set out in the forward-looking information;

(b) the person or company had a reasonable basis for drawing the conclusions or making the forecasts and projections set out in the forward-looking information.

(2) Subsection (1) does not relieve a person or company of liability respecting forward-looking information in a financial statement or forward-looking information in a document released in connection with an initial public offering.

52 (1) Subsection 141(1) of Chapter 418, as enacted by Chapter 15 of the Acts of 1990, is amended by striking out "obtained from" in the second and third lines and substituting "issued by".

(2) Subsection 141(2) of Chapter 418, as enacted by Chapter 15 of the Acts of 1990, is amended by striking out "Section 101 or 104" in the fifth and sixth lines and substituting "this Act or the regulations".

53 (1) Subsection 143(3) of Chapter 418 is amended by

(a) striking out "a board of" in the sixth line and substituting "the"**; and**

(b) striking out "board of" in the eighth line.

(2) Section 143 of Chapter 418 is further amended by striking out "mutual" wherever that word appears in subsections (2), (7) and (8) and substituting in each case "investment".

54 Section 145 of Chapter 418 is repealed.

55 Chapter 418 is further amended by adding immediately after Section 146 the following Sections:

146A In Sections 146A to 146N,

(a) "compensation" means compensation received during the twelve-month period immediately preceding the day on which the misrepresentation was made or on which the failure to make timely disclosure first occurred, together with the fair market value of all deferred compensation including, without limiting the generality of the foregoing, options, pension benefits and stock appreciation rights, granted during the same period, valued as of the date that such compensation is awarded;

(b) "core document" means

(i) a prospectus, a take-over bid circular, an issuer bid circular, a directors' circular, a notice of change or variation in respect of a take-over bid circular, issuer bid circular or directors' circular, a rights offering circular, management's discussion and analysis, an annual information form, an information circular, annual financial statements and interim financial statements of the responsible issuer, where used in relation to

(A) a director of a responsible issuer who is not also an officer of the responsible issuer,

(B) an influential person, other than an officer of the responsible issuer or an investment fund manager if the responsible issuer is an investment fund, or

(C) a director or officer of an influential person who is not also an officer of the responsible issuer, other than an officer of an investment fund manager,

(ii) a prospectus, a take-over bid circular, an issuer bid circular, a directors' circular, a notice of change or variation in respect of a take-over bid circular, issuer bid circular or directors' circular, a rights offering circular, management's discussion and analysis, an annual information form, an information circular, annual financial statements, interim financial

statements and a material change report required by this Act or the regulations of the responsible issuer, where used in relation to

(A) a responsible issuer or an officer of the responsible issuer,

(B) an investment fund manager, where the responsible issuer is an investment fund, or

(C) an officer of an investment fund manager, if the responsible issuer is an investment fund, or

(iii) such other documents as may be prescribed by the regulations for the purpose of this definition;

(c) "court" means the Supreme Court of Nova Scotia;

(d) "document" means any written communication, including a communication prepared and transmitted only in electronic form,

(i) that is required to be filed with the Commission, or

(ii) that is not required to be filed with the Commission and that

(A) is filed with the Commission,

(B) is filed or required to be filed with a government or an agency of a government under applicable securities or corporate law or with any stock exchange or quotation and trade reporting system under its by-laws, rules or regulations, or

(C) is any other communication the content of which would reasonably be expected to affect the market price or value of a security of the responsible issuer;

(e) "expert" means a person or company whose profession gives authority to a statement made in a professional capacity by the person or company including, without limitation, an accountant, actuary, appraiser, auditor, engineer, financial analyst, geologist or lawyer, but not including an entity that is an approved rating organization for the purposes of National Instrument 44-101 of the Canadian Securities Administrators;

(f) "failure to make timely disclosure" means a failure to disclose a material change in the manner and at the time required under this Act or the regulations;

(g) "influential person" means, in respect of a responsible issuer,

(i) a control person,

(ii) a promoter,

(iii) an insider who is not a director or officer of the responsible issuer, or

(iv) an investment fund manager, if the responsible issuer is an investment fund;

(h) "issuer's security" means a security of a responsible issuer and includes a security

(i) the market price or value of which, or payment obligations under which, are derived from or based on a security of the responsible issuer, and

(ii) which is created by a person or company on behalf of the responsible issuer or is guaranteed by the responsible issuer;

(i) "liability limit" means

(i) in the case of a responsible issuer, the greater of

(A) five per cent of its market capitalization, as such term is defined in the regulations, and

(B) one million dollars,

(ii) in the case of a director or officer of a responsible issuer, the greater of

(A) twenty-five thousand dollars, and

(B) fifty per cent of the aggregate of the director's or officer's compensation from the responsible issuer and its affiliates,

(iii) in the case of an influential person who is not an individual, the greater of

(A) five per cent of its market capitalization, as defined in the regulations, and

(B) one million dollars,

(iv) in the case of an influential person who is an individual, the greater of

(A) twenty-five thousand dollars, and

(B) fifty per cent of the aggregate of the influential person's compensation from the responsible issuer and its affiliates,

(v) in the case of a director or officer of an influential person, the greater of

(A) twenty-five thousand dollars, and

(B) fifty per cent of the aggregate of the director's or officer's compensation from the influential person and its affiliates,

(vi) in the case of an expert, the greater of

(A) one million dollars, and

(B) the revenue that the expert and the affiliates of the expert have earned from the responsible issuer and its affiliates during the twelve months preceding the misrepresentation, and

(vii) in the case of each person who made a public oral statement, other than an individual referred to in subclause (iv), (v) or (vi), the greater of

(A) twenty-five thousand dollars, and

(B) fifty per cent of the aggregate of the person's compensation from the responsible issuer and its affiliates;

(j) "management's discussion and analysis" means the section of an annual information form, annual report or other document that contains management's discussion and analysis of the financial condition and results of operations of a responsible issuer as required under Nova Scotia securities laws;

(k) "public oral statement" means an oral statement made in circumstances in which a reasonable person would believe that information contained in the statement will become generally disclosed;

(l) "release" means, with respect to information or a document, file with the Commission or any other securities regulatory authority in Canada or a stock exchange or to otherwise make available to the public;

(m) "responsible issuer" means

(i) a reporting issuer or a reporting issuer under the laws of another province of Canada, or

(ii) any other issuer with a real and substantial connection to the Province, any securities of which are publicly traded;

(n) "trading day" means a day during which the principal market, as defined in the regulations, for the security is open for trading.

146B Sections 146A to 146N do not apply to

(a) the purchase of a security offered by a prospectus during the period of distribution;

(b) the acquisition of an issuer's security pursuant to a distribution that is exempt from Section 58 or 67, except as may be prescribed by the regulations;

(c) the acquisition or disposition of an issuer's security in connection with or pursuant to a take-over bid or issuer bid, except as may be prescribed by the regulations; or

(d) such other transactions or class of transactions as may be prescribed by the regulations.

146C (1) Where a responsible issuer or a person or company with actual, implied or apparent authority to act on behalf of a responsible issuer releases a document that contains a misrepresentation, a person or company who acquires or disposes of the issuer's security during the period between the time when the document was released and the time when the misrepresentation contained in the document was publicly corrected has, without regard to whether the person or company relied on the misrepresentation, a right of action for damages against

(a) the responsible issuer;

(b) each director of the responsible issuer at the time the document was released;

(c) each officer of the responsible issuer who authorized, permitted or acquiesced in the release of the document;

(d) each influential person, and each director and officer of an influential person, who knowingly influenced

(i) the responsible issuer or any person or company acting on behalf of the responsible issuer to release the document, or

(ii) a director or officer of the responsible issuer to authorize, permit or acquiesce in the release of the document; and

(e) each expert where

(i) the misrepresentation is also contained in a report, statement or opinion made by the expert,

(ii) the document includes, summarizes or quotes from the report, statement or opinion of the expert, and

(iii) where the document was released by a person or company other than the expert, the expert consented in writing to the use of the report, statement or opinion in the document.

(2) Where a person with actual, implied or apparent authority to speak on behalf of a responsible issuer makes a public oral statement that relates to the business or affairs of the responsible issuer and that contains a misrepresentation, a person or company who acquires or disposes of the issuer's security during the period between the time when the public oral statement was made and the time when the misrepresentation contained in the public oral statement was publicly corrected has, without regard to whether the person or company relied on the misrepresentation, a right of action for damages against

(a) the responsible issuer;

(b) the person who made the public oral statement;

(c) each director and officer of the responsible issuer who authorized, permitted or acquiesced in the making of the public oral statement;

(d) each influential person, and each director and officer of the influential person, who knowingly influenced,

(i) the person who made the public oral statement to make the public oral statement, or

(ii) a director or officer of the responsible issuer to authorize, permit or acquiesce in the making of the public oral statement; and

(e) each expert where

(i) the misrepresentation is also contained in a report, statement or opinion made by the expert,

(ii) the person making the public oral statement includes, summarizes or quotes from the report, statement or opinion of the expert, and

(iii) if the public oral statement was made by a person other than the expert, the expert consented in writing to the use of the report, statement or opinion in the public oral statement.

(3) Where an influential person or a person or company with actual, implied or apparent authority to act or speak on behalf of the influential person releases a document or makes a public oral statement that relates to a responsible issuer and that contains a misrepresentation, a person or company who acquires or disposes of the issuer's security during the period between the time when the document was released or the public oral statement was made and the time when the misrepresentation contained in the document or public oral statement was publicly corrected has, without regard to whether the person or company relied on the misrepresentation, a right of action for damages against

(a) the responsible issuer, if a director or officer of the responsible issuer or, where the responsible issuer is an investment fund, the investment fund manager, authorized, permitted or acquiesced in the release of the document or the making of the public oral statement;

(b) the person who made the public oral statement;

(c) each director and officer of the responsible issuer who authorized, permitted or acquiesced in the release of the document or the making of the public oral statement;

(d) the influential person;

(e) each director and officer of the influential person who authorized, permitted or acquiesced in the release of the document or the making of the public oral statement; and

(f) each expert where

(i) the misrepresentation is also contained in a report, statement or opinion made by the expert,

(ii) the document or public oral statement includes, summarizes or quotes from the report, statement or opinion of the expert, and

(iii) if the document was released or the public oral statement was made by a person other than the expert, the expert consented in writing to the use of the report, statement or opinion in the document or public oral statement.

(4) Where a responsible issuer fails to make a timely disclosure, a person or company who acquires or disposes of the issuer's security between the time when the material change was required to be disclosed in the manner required under this Act or the regulations and the subsequent disclosure of the material change has, without regard to whether the person or company relied on the responsible issuer having complied with its disclosure requirements, a right of action for damages against

(a) the responsible issuer;

(b) each director and officer of the responsible issuer who authorized, permitted or acquiesced in the failure to make timely disclosure; and

(c) each influential person, and each director and officer of an influential person, who knowingly influenced

(i) the responsible issuer or any person or company acting on behalf of the responsible issuer in the failure to make timely disclosure, or

(ii) a director or officer of the responsible issuer to authorize, permit or acquiesce in the failure to make timely disclosure.

(5) In an action under this Section, a person who is a director or officer of an influential person is not liable in that capacity if the person is liable as a director or officer of the responsible issuer.

(6) In an action under this Section,

(a) multiple misrepresentations having common subject-matter or content may, in the discretion of the court, be treated as a single misrepresentation; and

(b) multiple instances of failure to make timely disclosure of a material change or material changes concerning common subject-matter may, in the discretion of the court, be treated as a single failure to make timely disclosure.

(7) In an action under subsection (2) or (3), where the person who made the public oral statement had apparent authority, but not implied or actual authority, to speak on behalf of the issuer, no other person is liable with respect to any of the responsible issuer's securities that were acquired or disposed of before that other person became, or should reasonably have become, aware of the misrepresentation.

146D (1) In an action under Section 146C in relation to a misrepresentation in a document that is not a core document, or a misrepresentation in a public oral statement, a person or company is not liable, subject to subsection (2), unless the plaintiff proves that the person or company

(a) knew, at the time that the document was released or public oral statement was made, that the document or public oral statement contained the misrepresentation;

(b) at or before the time that the document was released or public oral statement was made, deliberately avoided acquiring knowledge that the document or public oral statement contained the misrepresentation; or

(c) was, through action or failure to act, guilty of gross misconduct in connection with the release of the document or the making of the public oral statement that contained the misrepresentation.

(2) A plaintiff is not required to prove any of the matters set out in subsection (1) in an action under Section 146C in relation to an expert.

(3) In an action under Section 146C in relation to a failure to make timely disclosure, a person or company is not liable, subject to subsection (4), unless the plaintiff proves that the person or company

(a) knew, at the time that the failure to make timely disclosure first occurred, of the change and that the change was a material change;

(b) at the time or before the failure to make timely disclosure first occurred, deliberately avoided acquiring knowledge of the change or that the change was a material change; or

(c) was, through action or failure to act, guilty of gross misconduct in connection with the failure to make timely disclosure.

(4) A plaintiff is not required to prove any of the matters set out in subsection (3) in an action under Section 146C in relation to

(a) a responsible issuer;

(b) an officer of a responsible issuer;

(c) an investment fund manager; or

(d) an officer of an investment fund manager.

(5) A person or company is not liable in an action under Section 146C in relation to a misrepresentation or a failure to make timely disclosure if that person or company proves that the plaintiff acquired or disposed of the issuer's security

(a) with knowledge that the document or public oral statement contained a misrepresentation; or

(b) with knowledge of the material change.

(6) A person or company is not liable in an action under Section 146C in relation to

(a) a misrepresentation, if that person or company proves that

(i) before the release of the document or the making of the public oral statement containing the misrepresentation, the person or company conducted or caused to be conducted a reasonable investigation, and

(ii) at the time of the release of the document or the making of the public oral statement, the person or company had no reasonable grounds to believe that the document or public oral statement contained the misrepresentation; or

(b) a failure to make timely disclosure, if that person or company proves that

(i) before the failure to make timely disclosure first occurred, the person or company conducted or caused to be conducted a reasonable investigation, and

(ii) the person or company had no reasonable grounds to believe that the failure to make timely disclosure would occur.

(7) In determining whether an investigation was reasonable under subsection (6), or whether any person or company is guilty of gross misconduct under subsection (1) or (3), the court shall consider all relevant circumstances, including

(a) the nature of the responsible issuer;

(b) the knowledge, experience and function of the person or company;

(c) the office held, if the person was an officer;

(d) the presence or absence of another relationship with the responsible issuer, if the person was a director;

(e) the existence, if any, and the nature of any system designed to ensure that the responsible issuer meets its continuous disclosure obligations;

(f) the reasonableness of reliance by the person or company on the responsible issuer's disclosure compliance system and on the responsible issuer's officers, employees and others whose duties would in the ordinary course have given them knowledge of the relevant facts;

(g) the period within which disclosure was required to be made under the applicable law;

(h) in respect of a report, statement or opinion of an expert, any professional standards applicable to the expert;

(i) the extent to which the person or company knew, or should reasonably have known, the content and medium of dissemination of the document or public oral statement;

(j) in the case of a misrepresentation, the role and responsibility of the person or company in the preparation and release of the document or the making of the public oral statement containing the misrepresentation or the ascertaining of the facts contained in that document or public oral statement; and

(k) in the case of a failure to make timely disclosure, the role and responsibility of the person or company involved in a decision not to disclose the material change.

(8) A person or company is not liable in an action under Section 146C in respect of a failure to make timely disclosure if

(a) the person or company proves that the material change was disclosed by the responsible issuer in a report filed on a confidential basis with the Commission under this Act or the regulations;

(b) the responsible issuer had a reasonable basis for making the disclosure on a confidential basis;

(c) where the information contained in the report filed on a confidential basis remains material, disclosure of the material change was made public promptly when the basis for confidentiality ceased to exist;

(d) the person or company or responsible issuer did not release a document or make a public oral statement that, due to the undisclosed material change, contained a misrepresentation; and

(e) where the material change became publicly known in a manner other than the manner required under this Act or the regulations, the responsible issuer promptly disclosed the material change in the manner required under this Act or the regulations.

(9) A person or company is not liable in an action under Section 146C for a misrepresentation in forward-looking information if the person or company proves all of the following things:

(a) the document or public oral statement containing the forward-looking information contained, proximate to that information,

(i) reasonable cautionary language identifying the forward-looking information as such, and identifying material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the forward-looking information, and

(ii) a statement of the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set out in the forward-looking information;

(b) the person or company had a reasonable basis for drawing the conclusions or making the forecasts and projections set out in the forward-looking information.

(10) The person or company is deemed to have satisfied the requirements of clause (a) of subsection (9) with respect to a public oral statement containing forward-looking information if the person who made the public oral statement,

(a) made a cautionary statement that the oral statement contains forward-looking information;

(b) stated that

(i) the actual results could differ materially from a conclusion, forecast or projection in the forward-looking information, and

(ii) certain material factors or assumptions were applied in drawing a conclusion or making a forecast or projection as reflected in the forward-looking information; and

(c) stated that additional information about

(i) the material factors that could cause actual results to differ materially from the conclusion, forecast or projection in the forward-looking information, and

(ii) the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection as reflected in the forward-looking information,

is contained in a readily-available document or in a portion of such a document and has identified that document or that portion of the document.

(11) For the purpose of clause (c) of subsection (10), a document filed with the Commission or otherwise generally disclosed is deemed to be readily available.

(12) Subsection (9) does not relieve a person or company of liability respecting forward-looking information in a financial statement required to be filed under this Act or the regulations or forward-looking information in a document released in connection with an initial public offering.

(13) A person or company, other than an expert, is not liable in an action under Section 146C with respect to any part of a document or public oral statement that includes, summarizes or quotes from a report, statement or opinion made by the expert in respect of which the responsible issuer obtained the written consent of the expert to the use of the report, statement or opinion, if the consent had not been withdrawn in writing before the document was released or the public oral statement was made, if the person or company proves that

(a) the person or company did not know and had no reasonable grounds to believe that there had been a misrepresentation in the part of the document or public oral statement made on the authority of the expert; and

(b) the part of the document or oral public statement fairly represented the report, statement or opinion made by the expert.

(14) An expert is not liable in an action under Section 146C with respect to any part of a document or public oral statement that includes, summarizes or quotes from a report, statement or opinion made by the expert, if the expert proves that the written consent previously provided was withdrawn, in writing, before the document was released or the public oral statement was made.

(15) A person or company is not liable in an action under Section 146C in respect of a misrepresentation in a document, other than a document required to be filed with the Commission, if the person or company proves that, at the time of release of the document, the person or company did not know and had no reasonable grounds to believe that the document would be released.

(16) A person or company is not liable in an action under Section 146C for a misrepresentation in a document or a public oral statement, if the person or company proves that

(a) the misrepresentation was also contained in a document filed by or on behalf of another person or company, other than the responsible issuer, with the Commission or any other securities regulatory authority in Canada or a stock exchange and was not corrected in another document filed by or on behalf of that other person or company with the Commission or that other securities regulatory authority in Canada or stock exchange before the release of the document or the public oral statement made by or on behalf of the responsible issuer;

(b) the document or public oral statement contained a reference identifying the document that was the source of the misrepresentation; and

(c) when the document was released or the public oral statement was made, the person or company did not know and had no reasonable grounds to believe that the document or public oral statement contained a misrepresentation.

(17) A person or company, other than the responsible issuer, is not liable in an action under Section 146C if the misrepresentation or failure to make timely disclosure was made without the knowledge or consent of the person or company and if, after the person or company became aware of the misrepresentation before it was cor-

rected, or the failure to make timely disclosure before it was disclosed in the manner required under this Act or the regulations,

(a) the person or company promptly notified the board of directors of the responsible issuer or other persons acting in a similar capacity of the misrepresentation or the failure to make timely disclosure; and

(b) where no correction of the misrepresentation or no subsequent disclosure of the material change in the manner required under this Act or the regulations was made by the responsible issuer within two business days after the notification under clause (a), the person or company, unless prohibited by law or by professional confidentiality rules, promptly and in writing notified the Commission of the misrepresentation or failure to make timely disclosure.

146E (1) Damages shall be assessed in favour of a person or company that acquired an issuer's securities after the release of a document or the making of a public oral statement containing a misrepresentation or after a failure to make timely disclosure as follows:

(a) in respect of any of the securities of the responsible issuer that the person or company subsequently disposed of on or before the tenth trading day after the public correction of the misrepresentation or the disclosure of the material change in the manner required under this Act or the regulations, assessed damages shall equal the difference between the average price paid for those securities, including any commissions paid in respect thereof, and the price received upon the disposition of those securities, without deducting any commissions paid in respect of the disposition, calculated taking into account the result of hedging or other risk limitation transactions;

(b) in respect of any of the securities of the responsible issuer that the person or company subsequently disposed of after the tenth trading day after the public correction of the misrepresentation or the disclosure of the material change in the manner required under this Act or the regulations, assessed damages shall equal the lesser of

(i) an amount equal to the difference between the average price paid for those securities, including any commissions paid in respect thereof, and the price received upon the disposition of those securities, without deducting any commissions paid in respect of the disposition, calculated taking into account the result of hedging or other risk limitation transactions, and

(ii) an amount equal to the number of securities that the person disposed of, multiplied by the difference between the average price per security paid for those securities, including any commissions paid in respect thereof determined on a per security basis, and

(A) where the issuer's securities trade on a published market, the trading price of the issuer's securities on the principal market, as those terms are defined in the regulations, for the ten trading days following the public correction of the

misrepresentation or the disclosure of the material change in the manner required under this Act or the regulations, or

(B) where there is no published market, the amount that the court considers just;

(c) in respect of any of the securities of the responsible issuer that the person or company has not disposed of, assessed damages shall equal the number of securities acquired, multiplied by the difference between the average price per security paid for those securities, including any commissions paid in respect thereof determined on a per security basis, and

(i) where the issuer's securities trade on a published market, the trading price of the issuer's securities on the principal market, as those terms are defined in the regulations, for the ten trading days following the public correction of the misrepresentation or the disclosure of the material change in the manner required under this Act or the regulations, or

(ii) where there is no published market, the amount that the court considers just.

(2) Damages shall be assessed in favour of a person or company that disposed of securities after a document was released or a public oral statement made containing a misrepresentation or after a failure to make timely disclosure as follows:

(a) in respect of any of the securities of the responsible issuer that the person or company subsequently acquired on or before the tenth trading day after the public correction of the misrepresentation or the disclosure of the material change in the manner required under this Act or the regulations, assessed damages shall equal the difference between the average price received upon the disposition of those securities, deducting any commissions paid in respect of the disposition, and the price paid for those securities, without including any commissions paid in respect thereof, calculated taking into account the result of hedging or other risk limitation transactions;

(b) in respect of any of the securities of the responsible issuer that the person or company subsequently acquired after the tenth trading day after the public correction of the misrepresentation or the disclosure of the material change in the manner required under this Act or the regulations, assessed damages shall equal the lesser of

(i) an amount equal to the difference between the average price received upon the disposition of those securities, deducting any commissions paid in respect of the disposition, and the price paid for those securities, without including any commissions paid in respect thereof, calculated taking into account the result of hedging or other risk limitation transactions, and

(ii) an amount equal to the number of securities that the person disposed of, multiplied by the difference between the average price per security received upon the disposition of those securi-

ties, deducting any commissions paid in respect of the disposition determined on a per security basis, and

(A) where the issuer's securities trade on a published market, the trading price of the issuer's securities on the principal market, as those terms are defined in the regulations, for the ten trading days following the public correction of the misrepresentation or the disclosure of the material change in the manner required under this Act or the regulations, or

(B) where there is no published market, the amount that the court considers just;

(c) in respect of any of the securities of the responsible issuer that the person or company has not acquired, assessed damages shall equal the number of securities that the person or company disposed of, multiplied by the difference between the average price per security received upon the disposition of those securities, deducting any commissions paid in respect of the disposition determined on a per security basis, and

(i) where the issuer's securities trade on a published market, the trading price of the issuer's securities on the principal market, as such terms are defined in the regulations, for the ten trading days following the public correction of the misrepresentation or the disclosure of the material change in the manner required under this Act and the regulations, or

(ii) where there is no published market, the amount that the court considers just.

(3) Notwithstanding subsections (1) and (2), assessed damages do not include any amount that the defendant proves is attributable to a change in the market price of securities that is unrelated to the misrepresentation or the failure to make timely disclosure.

146F (1) In an action under Section 146C, the court shall determine, in respect of each defendant found liable in the action, the defendant's responsibility for the damages assessed in favour of all plaintiffs in the action, and each such defendant is liable, subject to the limits set out in subsection (1) of Section 146G, to the plaintiffs for only that portion of the aggregate amount of damages assessed in favour of the plaintiffs that corresponds to that defendant's responsibility for the damages.

(2) Notwithstanding subsection (1), where, in an action under Section 146C in respect of a misrepresentation or a failure to make timely disclosure, a court determines that a particular defendant, other than the responsible issuer, authorized, permitted or acquiesced in the making of the misrepresentation or the failure to make timely disclosure while knowing it to be a misrepresentation or a failure to make timely disclosure, the whole amount of the damages assessed in the action may be recovered from that defendant.

(3) Each defendant in respect of whom the court has made a determination under subsection (2) is jointly and severally liable with each other defendant in respect of whom the court has made a determination under subsection (2).

(4) Any defendant against whom recovery is obtained under subsection (2) is entitled to claim contribution from any other defendant who is found liable in the action.

146G (1) Notwithstanding Section 146E, the damages payable by a person or company in an action under Section 146C is the lesser of

(a) the aggregate damages assessed against the person or company in the action; and

(b) the liability limit for the person or company less the aggregate of all damages assessed after appeals, if any, against the person or company in all other actions brought under Section 146C, and under comparable legislation in other provinces of Canada in respect of that misrepresentation or failure to make timely disclosure, and less any amount paid in settlement of any such actions.

(2) Subsection (1) does not apply to a person or company, other than the responsible issuer, if the plaintiff proves that the person or company authorized, permitted or acquiesced in the making of the misrepresentation or the failure to make timely disclosure while knowing that it was a misrepresentation or a failure to make timely disclosure, or influenced the making of the misrepresentation or the failure to make timely disclosure while knowing that it was a misrepresentation or a failure to make timely disclosure.

146H (1) No action may be commenced under Section 146C without leave of the court granted upon motion with notice to each defendant and the court shall grant leave only where it is satisfied that

(a) the action is being brought in good faith; and

(b) there is a reasonable possibility that the action will be resolved at trial in favour of the plaintiff.

(2) Upon an application under this Section, the plaintiff and each defendant shall serve and file one or more affidavits setting forth the material facts upon which each intends to rely.

(3) The maker of such an affidavit may be examined on it in accordance with the *Civil Procedure Rules*.

(4) A copy of the application for leave to proceed and any affidavits filed with the court shall be sent to the Commission when filed.

146I A person or company that has been granted leave to commence an action under Section 146C shall

(a) promptly issue a news release disclosing that leave has been granted to commence an action under Section 146C;

(b) send a written notice to the Commission within seven days, together with a copy of the news release; and

(c) send a copy of the statement of claim or other originating document to the Commission when filed.

146J An action under Section 146C shall not be discontinued, abandoned or settled without the approval of the court given on such terms as the court thinks fit

including, without limitation, terms as to costs, and in determining whether to approve the settlement of the action, the court shall consider, among other things, whether there are any other actions outstanding under Section 146C or under comparable legislation in other provinces of Canada in respect of the same misrepresentation or failure to make timely disclosure.

146K The prevailing party in an action under Section 146C is entitled to costs determined by a court in accordance with the *Civil Procedure Rules*.

146L The Commission may intervene in an action under Section 146C and in an application for leave under Section 146H.

146M The right of action for damages and the defences to an action under Section 146C are in addition to, and without derogation from, any other rights or defences the plaintiff or defendant may have in an action brought otherwise than under Sections 146A to 146N.

146N No action shall be commenced under Section 146C

(a) in the case of misrepresentation in a document, later than the earlier of

(i) three years after the date on which the document containing the misrepresentation was first released, and

(ii) six months after the issuance of a news release disclosing that leave has been granted to commence an action under Section 146C or under comparable legislation in the other provinces of Canada in respect of the same misrepresentation;

(b) in the case of a misrepresentation in a public oral statement, later than the earlier of

(i) three years after the date on which the public oral statement containing the misrepresentation was made, and

(ii) six months after the issuance of a news release disclosing that leave has been granted to commence an action under Section 146C or under comparable legislation in another province of Canada in respect of the same misrepresentation; and

(c) in the case of a failure to make timely disclosure, later than the earlier of

(i) three years after the date on which the requisite disclosure was required to be made, and

(ii) six months after the issuance of a news release disclosing that leave has been granted to commence an action under Section 146C or under comparable legislation in another province of Canada in respect of the same failure to make timely disclosure.

146O (1) On the application of a claimant, the Director may, when the Commission holds a hearing about a person or company, request it to make an order that the person or company pay the claimant compensation for financial loss.

(2) Notwithstanding Section 6, the Director's decision whether to make a request is not reviewable.

(3) When so requested by the Director, the Commission may order the person or company to pay the claimant compensation of not more than one hundred thousand dollars for the claimant's financial loss if, after the hearing, the Commission

(a) determines that the person or company has contravened or failed to comply with

(i) a provision of Nova Scotia securities laws,

(ii) a written undertaking made by the person or company to the Commission or the Director, or

(iii) a term or condition of the person or company's registration;

(b) is able to determine the amount of the financial loss on the evidence; and

(c) finds that the person or company's contravention or failure caused the financial loss in whole or in part.

(4) Where the contravention or failure occurs in the course of the person or company's employment by another person or company, or while the person or company is acting on behalf of the other in any other capacity, the Commission may order the other person or company to jointly and severally pay the claimant the financial compensation ordered under subsection (3).

(5) For the purpose of subsection (4), a person or company is employed by another person or company when

(a) an employer-employee relationship exists; or

(b) the first person or company is registered under this Act through the second person or company.

(6) The Commission may make an order notwithstanding the imposition of any other penalty or sanction on the person or company, or the making of any other order by the Commission, related to the same matter.

(7) The Commission shall not make an order if the claimant has commenced a civil court proceeding for compensation for the same loss.

(8) A claimant shall inform the Commission without delay after commencing a civil court proceeding for the same loss.

(9) Once the Commission opens a hearing where a claim for compensation for financial loss is one of the matters before it, the claimant is not entitled to commence a civil court proceeding for compensation for the same loss or any unclaimed loss arising out of the same transaction.

(10) Notwithstanding subsection (9), a claimant in whose favour the Commission makes an order may file a certified copy in the Supreme Court of Nova Scotia and the filed order is enforceable as a judgment of the court in favour of the claimant and against the person or company the Commission ordered to pay the compensation.

(11) Notwithstanding subsection (1), for the purpose of conducting a hearing when compensation for financial loss is claimed under this Section, the Com-

mission may, with the approval of the Minister, add qualified persons to the Commission to assist and advise it in conducting the hearing and a person added has all the powers of a member of the Commission with respect to the hearing.

56 Subsection 148(3) of Chapter 418, as enacted by Chapter 18 of the Acts of 2001, is amended by adding "and the *Personal Information International Disclosure Protection Act*" immediately after "*Act*" in the second line.

57 (1) Subsection 149A(1) of Chapter 418, as enacted by Chapter 26 of the Acts of 2005, is amended by

(a) striking out clause (b) and substituting the following clause:

(b) "extra-provincial securities commission" means a body empowered by the laws of a province of Canada other than the Province to regulate trading in securities or to administer or enforce laws respecting trading in securities;

and

(b) striking out clause (d).

(2) Clause 149A(2)(b) of Chapter 418 is repealed and the following clause substituted:

(b) any person or company who in respect of that extra-provincial securities commission exercises a power or performs a duty or function that is substantially similar to a power, duty or function exercised or performed by the Director under this Act.

58 Section 149B of Chapter 418 is repealed and the following Section substituted:

149B (1) Subject to any regulations made under Section 150, the Commission may, by order, for the purpose of Sections 149B to 149K,

(a) delegate any Nova Scotia authority to an extra-provincial securities commission; and

(b) accept a delegation or other transfer of any extra-provincial authority from an extra-provincial securities commission.

(2) The Commission shall not delegate any power, function or duty of the Commission or of the Director that is, or is intended to be, performed or exercised by the Commission or the Director under Sections 3 to 26, Sections 149B to 149K or Section 150 or 150A.

59 Section 149D of Chapter 418 is repealed and the following Section substituted:

149D (1) Subject to any regulations made under Section 150, the Commission may, by order, adopt or incorporate by reference as Nova Scotia securities laws all or any provisions of any extra-provincial securities laws of a jurisdiction to be applied to

(a) a person or company or class of persons or companies whose primary jurisdiction is that extra-provincial jurisdiction; or

(b) trades or other activities involving a person or company or a class of persons or companies referred to in clause (a).

(2) Where the Commission adopts or incorporates by reference an extra-provincial securities law under subsection (1), it may adopt or incorporate it by reference as amended from time to time, whether before or after the adoption or incorporation by reference, and with the necessary changes.

60 Sections 149E to 149G of Chapter 418 are repealed and the following Sections substituted:

149E Subject to any regulations made under Section 150, the Commission may, by order, exempt a person, company, security or trade or class of persons, companies, securities or trades from all or any requirements of Nova Scotia securities laws if the person, company, security or trade or class of persons, companies, securities or trades, as the case may be, satisfies the conditions set out in the order.

149F (1) Subject to any regulations made under Section 150, where the Commission or Director is empowered to make a decision regarding a person, company, trade or security, the Commission or the Director may make a decision on the basis that the Commission or the Director, as the case may be, considers that an extra-provincial securities commission has made a substantially similar decision regarding the person, company, trade or security.

(2) Subject to any regulations made under Section 150 and notwithstanding any provision of this Act, the Commission or Director may make a decision referred to in subsection (1) without giving the person or company affected by the decision an opportunity to be heard.

61 Section 150 of Chapter 418, as amended by Chapter 15 of the Acts of 1990, Chapter 32 of the Acts of 1996, Chapter 18 of the Acts of 2001, Chapter 41 of the Acts of 2001, Chapter 39 of the Acts of 2002 and Chapter 26 of the Acts of 2005, is further amended by

(a) striking out clauses (a), (b), (d) to (h), (i) to (s), (u), (w), (x), (z) to (ae), (ag) to (al), (an), (ao), (aq), (at), (ay), (az), (aaa) to (aad), (aah) to (aam), (aaw), (aax), (bac) and (bae);

(b) striking out clause (he) and substituting the following clause:

(he) respecting the administration of exemptions from Nova Scotia securities laws under Section 149E;

(c) striking out "Section 41" in the second line of clause (v) and substituting "Nova Scotia securities laws";

(d) striking out clause (aau) and substituting the following clause:

(aau) varying the application of this Act and the regulations to establish procedures for or requirements in respect of the preparation, form, content and filing of registration documents and the issuing of registration certificates that

facilitate or expedite the granting of registrations and the issuing of such certificates;

(e) adding "or varying the provisions as they apply to any person, company, trade or security" **immediately after "laws" in the last line of clause (bag);**

(f) striking out clause (bah) and substituting the following clauses:

(bah) prescribing circumstances and conditions for the purposes of an exemption under clause (bag), including

(i) conditions relating to the laws of another jurisdiction of Canada or relating to an exemption from those laws granted by a body empowered by the laws of that jurisdiction to regulate trading in securities or to administer or enforce laws respecting trading in securities in that jurisdiction, or

(ii) conditions that refer to a person or company or to a class of persons or companies designated by the Commission;

(bai) governing registration and, without limiting the generality of the foregoing, prescribing circumstances in which

(i) a person or company or a class of persons or companies is not required to be registered under Section 31, or

(ii) a person or company or a class of persons or companies is deemed to be registered for the purpose of this Act or the regulations,

including the circumstance in which a person or company or a class of persons or companies is registered under the laws of another jurisdiction respecting trading in securities;

(baj) governing annual information forms, annual reports, preliminary prospectuses, prospectuses, *pro forma* prospectuses, short form prospectuses, *pro forma* short form prospectuses, exchange offering prospectuses, simplified prospectuses, risk disclosure statements, offering memoranda or any other disclosure documents and, without limiting the generality of the foregoing, prescribing procedures and requirements with respect to and providing for exemptions from circumstances in which

(i) Section 58 does not apply to a person or company or a class of persons or companies, or

(ii) a receipt is deemed to have been issued for the purpose of this Act,

including the circumstance in which a receipt has been issued for a preliminary prospectus or prospectus under the laws of another jurisdiction respecting trading in securities;

(bak) prescribing circumstances in which a person or company or a class of persons or companies is prohibited from trading or purchasing securities, or a particular security, including the circumstances in which a body empowered by the laws of another jurisdiction to regulate trading in securities or to administer or enforce securities laws in that jurisdiction, has ordered that

(i) a person is prohibited from trading or purchasing securities, or a particular security, or

(ii) trades or purchases of a particular security be prohibited;

(bal) prescribing requirements in respect of applications for registration and the renewal, amendment, expiration or surrender of registration and in respect of suspension, cancellation or re-instatement of registration;

(bam) prescribing categories or sub-categories of registrants, classifying registrants into categories or sub-categories and prescribing the conditions of registration or other requirements for registrants or any category or sub-category, including

(i) standards of practice and business conduct of registrants in dealing with their customers and clients and prospective customers and clients,

(ii) requirements that are advisable for the prevention or regulation of conflicts of interest, and

(iii) requirements in respect of membership in a self-regulatory organization;

(ban) extending any requirements prescribed under clause (bam) to unregistered directors, partners, salespersons and officers of registrants;

(bao) prescribing requirements in respect of the residence in the Province or Canada of registrants;

(bap) prescribing requirements in respect of notification by a registrant or other person or company in respect of a proposed change in beneficial ownership of, or control or direction over, securities of the registrant and authorizing the Commission to make an order that a proposed change may not be effected before a decision by the Commission as to whether it will exercise its powers under clause (f) of subsection (1) of Section 134 as a result of the proposed change;

(baq) prescribing requirements for persons and companies in respect of calling at or telephoning to residences for the purpose of trading in securities;

(bar) prescribing requirements in respect of the disclosure or furnishing of information to the public or the Commission by registrants, unregistered directors, unregistered partners, unregistered salespersons, unregistered officers and control persons of registrants or providing for exemptions from or varying the requirements under this Act or the regulations or the regulations in respect of the disclosure or furnishing of information to the public or the Commission by registrants;

(bas) providing exemptions from or varying the registration requirements under this Act or the regulations;

(bat) providing for exemptions from the requirements of Section 47 in respect of dealers;

(bau) regulating the listing or trading of publicly traded securities, including requiring reporting of trades and quotations;

(bav) regulating recognized self-regulatory organizations, including prescribing requirements in respect of the review or approval by the Commission of any by-law, rule, regulation, policy, procedure, interpretation or practice;

(baw) regulating trading or advising in securities to prevent trading or advising that is fraudulent, manipulative, deceptive or unfairly detrimental to investors;

(bax) prescribing categories or sub-categories of issuers for purposes of the prospectus requirements under this Act or the regulations and classifying issuers into categories or sub-categories;

(bay) regulating in respect of, or varying this Act to facilitate, expedite or regulate in respect of the distribution of securities or the issuing of receipts, including

(i) establishing requirements in respect of distributions of securities by means of a prospectus incorporating other documents by reference,

(ii) establishing requirements in respect of distributions of securities by means of a simplified or summary prospectus or other form of disclosure document,

(iii) establishing requirements in respect of distributions of securities on a continuous or delayed basis,

(iv) establishing requirements in respect of pricing of distributions of securities after the issuance of a receipt for the prospectus filed in relation thereof,

(v) establishing procedures for the issuing of receipts for prospectuses after expedited or selective review thereof,

(vi) establishing provisions for the incorporation by reference of certain documents in a prospectus or other prescribed disclosure document and the effect, including from a liability and evidentiary perspective, of modifying or superseding statements,

(vii) establishing requirements in respect of the form, and execution by persons or companies, of certificates relating to a preliminary prospectus, prospectus and an amendment to a preliminary prospectus or prospectus, and conferring on the Director the discretion to require the execution by a person or company of a certificate relating to a preliminary prospectus or prospectus in a form required by other persons or companies under a rule with modifications or lessen the scope of the certificate,

(viii) establishing provisions for eligibility requirements to file a prospectus or obtain a receipt for, or distribute under, a particular form of prospectus and the loss of that eligibility,

(ix) prescribing the circumstances in which a distribution may continue after the lapse date, and the circumstances in which a purchaser may cancel a purchase after the lapse date, and

(x) prescribing a minimum interval of time between the issuance of a receipt for a preliminary prospectus and the issuance of a receipt for a prospectus;

(baz) prescribing circumstances in which a person that purchases a security under a distribution may cancel the purchase, including

(i) prescribing the period in which the purchaser may cancel the purchase,

(ii) prescribing the principles for determining the amount of the refund if the purchaser cancels the purchase,

(iii) specifying the persons responsible for making and administering the payment of the refund and prescribing the period in which the refund must be paid, and

(iv) prescribing different circumstances, periods, principles or persons for different classes of securities, issuers or purchasers;

(ca) prescribing requirements for the escrow of securities in connection with distributions;

(cb) designating activities, including the use of documents or advertising, in which registrants or issuers are permitted to engage or are prohibited from engaging in connection with the trading or distribution of securities;

(cc) prescribing which distributions and trading in relation to the distributions are distributions and trading outside the Province;

(cd) providing for exemptions from the prospectus requirements under this Act;

(ce) prescribing the circumstances in which the Director must refuse to issue a receipt for a prospectus and prohibiting the Director from issuing a receipt in those circumstances;

(cf) conferring discretion on the Director to impose terms and conditions which must be satisfied before the Director will issue a receipt for a prospectus;

(cg) prescribing requirements in respect of the preparation and dissemination and other use by reporting issuers of documents providing for continuous disclosure, including requirements in respect of

(i) financial statements,

(ii) supplemental analysis of financial statements,

(iii) an annual report,

(iv) a business acquisition report, and

(v) an annual information form;

(ch) regulating the disclosure or furnishing of information to the public or the Commission by reporting issuers;

(ci) prescribing requirements with respect to the disclosure by reporting issuers of material changes, including

(i) prescribing the time period within which a reporting issuer must make disclosure of a material change, and

(ii) prescribing the manner in which a reporting issuer must make disclosure of a material change;

(cj) exempting reporting issuers from any requirement of Section 81 and the related regulations

(i) if the requirement conflicts with a requirement of the laws of the jurisdiction under which the reporting issuers are incorporated, organized or continued,

(ii) if the reporting issuers ordinarily distribute financial or other information to holders of their securities in a form, or at times, different from those required by a rule made under clauses (cg) to (ci),

(iii) under circumstances that the Commission considers justify the exemption;

(ck) requiring issuers or other persons and companies to comply, in whole or in part, with Section 81, or rules made under clauses (cg) to (ci);

(cl) prescribing requirements in respect of financial accounting, reporting and auditing for the purpose of this Act or the regulations, including

(i) defining accounting principles and auditing standards acceptable to the Commission,

(ii) financial reporting requirements for the preparation and dissemination of future-oriented financial information and *pro forma* financial statements,

(iii) standards of independence and other qualifications for auditors,

(iv) requirements respecting a change in auditors by a reporting issuer or a registrant,

(v) requirements respecting a change in the financial year of an issuer or in an issuer's status as a reporting issuer under this Act, and

(vi) defining auditing standards for attesting to and reporting on a reporting issuer's internal controls;

(cm) prescribing requirements for the validity and solicitation of proxies;

(cn) providing for the application of Sections 81, 90 and 93 and the related regulations in respect of registered holders or beneficial owners of voting securities or equity securities of reporting issuers or other persons or companies on behalf of whom the securities are held, including requirements for reporting issuers, registered holders, registrants and other persons or companies who hold securities on behalf of persons or companies but who are not the registered holders;

(co) regulating take-over bids, issuer bids, insider bids, going-private transactions, business combinations and related party transactions, including

(i) prescribing requirements relating to the conduct or management of the affairs of any person or company and their directors and officers before, during or after an offer to acquire, acquisition, offer to redeem, redemption, going-private transaction, business combination or related party transaction,

(ii) prescribing requirements for disclosure, valuations, review by independent committees of boards of directors and approval by minority security holders,

(iii) prescribing requirements respecting defensive tactics in connection with take-over bids,

(iv) prohibiting a person or company from purchasing or trading a security before, during or after an offer to acquire, acquisition, offer to redeem, redemption, going-private transaction, business combination or related party transaction,

(v) prescribing types or classes of securities, percentages, disclosure requirements and prohibitions for the purpose of Section 114,

(vi) prescribing exemptions from the requirements of Sections 95 to 99;

(cp) providing for exemptions from any requirement of Section 82 or from liability under Section 142 and prescribing standards or criteria for determining when a material fact or material change has been generally disclosed;

(cq) varying or providing for exemptions from any requirement of Sections 112 to 128;

(cr) regulating the disclosure or furnishing of information to the public or the Commission by insiders, including

(i) prescribing requirements respecting the reporting by insiders of any direct or indirect beneficial ownership of, or control or direction over, securities of a reporting issuer or changes in ownership, control or direction,

(ii) prescribing requirements respecting the reporting by insiders of any interest in or right or obligation associated with a related financial instrument or changes in such interests, rights or obligations,

(iii) prescribing requirements respecting the reporting by insiders of any agreement, arrangement or understanding which alters, directly or indirectly, an insider's economic interest in a security or an insider's economic exposure to a reporting issuer or changes in such agreements, arrangements or understandings, and

(iv) prescribing the circumstances when a person or company is deemed to have been an insider;

(cs) extending any requirements prescribed under clause (cr) to other persons or companies;

(ct) regulating investment funds and the distribution and trading of the securities of investment funds, including

(i) prescribing disclosure requirements in respect of investment funds and requiring or permitting the use of particular forms or types of additional offering or other documents in connection with the funds,

(ii) prescribing permitted investment policy and investment practices for investment funds and prohibiting or restricting certain investments or investment practices for investment funds,

(iii) prescribing requirements governing the custodianship of assets of investment funds,

(iv) prescribing minimum initial capital requirements for investment funds making a distribution and prohibiting or restricting the reimbursement of costs in connection with the organization of a fund,

(v) prescribing matters affecting investment funds that require the approval of security holders of the fund, the Commission or the Director, including, in the case of security holders, the level of approval,

(vi) prescribing requirements in respect of the calculation of the net asset value of investment funds,

(vii) prescribing requirements in respect of the content and use of sales literature, sales communications or advertising relating to investment funds or the securities of investment funds,

(viii) designating mutual funds as private mutual funds and prescribing requirements for private mutual funds,

(ix) respecting sales charges imposed by a distribution company or contractual plan service company under a contractual plan on purchasers of shares or units of an investment fund, and commissions or sales incentives to be paid to registrants in connection with the securities of an investment fund,

(x) prescribing the circumstances in which a planholder under a contractual plan has the right to withdraw from the contractual plan,

(xi) prescribing procedures applicable to investment funds, registrants and any other person or company in respect of sales and redemptions of investment fund securities and payments for sales and redemptions,

(xii) prescribing requirements in respect of, or in relation to, promoters, advisers or persons and companies who administer or participate in the administration of the affairs of investment funds, and

(xiii) regulating conflicts of interest between the interests of the investment fund and those of the investment fund manager;

(cu) respecting fees payable by an issuer to an adviser as consideration for investment advice, alone or together with administrative or management services provided to an investment fund;

(cv) prescribing requirements relating to the qualification of a registrant to act as an adviser to an investment fund;

(cw) regulating commodity pools, including

(i) prescribing disclosure requirements in respect of commodity pools and requiring or permitting the use of particular forms or types of offering or other documents in connection with commodity pools,

(ii) prescribing requirements in respect of, or in relation to, promoters, advisers, persons and companies who administer or participate in the administration of the affairs of commodity pools,

(iii) prescribing standards in relation to the suitability of investors in commodity pools,

(iv) prohibiting or restricting the payment of fees, commissions or compensation by commodity pools or holders of securities of commodity pools and restricting the reimbursement of costs in connection with the organization of commodity pools,

(v) prescribing requirements with respect to the voting rights of security holders, and

(vi) prescribing requirements in respect of the redemption of securities of a commodity pool;

(cx) relating or varying this Act in respect of derivatives, including

(i) providing exemptions from any requirement of this Act or the regulations,

(ii) prescribing disclosure requirements and requiring or prohibiting the use of particular forms or types of offering documents or other documents, and

(iii) prescribing requirements that apply to investment funds, commodity pools or other issuers;

(cy) varying this Act with respect to foreign issuers to facilitate distributions, compliance with requirements applicable or relating to reporting issuers and the making of take-over bids, issuer bids, insider bids, going-private transactions, business combinations and related party transactions where the foreign issuers are subject to requirements of the laws of other jurisdictions that the Commission considers are adequate in light of the purposes and principles of this Act;

(cz) prescribing requirements in respect of reverse take-overs including requirements for disclosure that are substantially equivalent to that provided by a prospectus;

(da) requiring or respecting the media, format, preparation, form, content, execution, certification, delivery, dissemination and other use, filing and review of all documents and information required under or governed by this Act or the regulations and all documents and information determined by the regulations to be ancillary to the documents and information, including

(i) applications for registration and other purposes,

(ii) preliminary prospectuses and prospectuses,

(iii) interim financial statements and financial statements,

(iv) proxies and information circulars, and

(v) take-over bid circulars, issuer bid circulars and directors' circulars;

(db) governing the approval of any document described in clause (da);

(dc) prescribing the circumstances in which persons or companies are deemed to have delivered or sent documents or information required under or governed by this Act or the regulations;

(dd) respecting the designation or recognition of any person, company or jurisdiction, if advisable, for the purpose of this Act, including

(i) recognizing stock exchanges, self-regulatory organizations and clearing agencies, and

(ii) designating a person or company for the purpose of the definitions of "insider", "mutual fund", "non-redeemable investment fund", or "reporting issuer" to be, or not to be, an insider, mutual fund, non-redeemable investment fund or reporting issuer;

(de) respecting the conduct of the Commission and its employees in relation to duties and responsibilities and discretionary powers under this Act, including

(i) the conduct of investigations and examinations carried out under Sections 27 to 29F, and

(ii) the conduct of hearings;

(df) prescribing the fees payable to the Commission, including those for filing, for applications for registration or exemptions, for trades in securities, in respect of audits made by the Commission, and in connection with the administration of Nova Scotia securities laws;

(dg) providing for electronic signatures for the signing of documents and prescribing the circumstances in which persons or companies are deemed to have signed or certified documents on an electronic or computer-based system for any purpose of this Act or the regulations;

(dh) regulating scholarship plans and the distribution and trading of the securities of scholarship plans;

(di) specifying the conditions under which any particular type of trade that would not otherwise be a distribution is a distribution;

(dj) permitting, requiring or varying this Act to permit or require methods of filing or delivery, to or by the Commission, issuers, registrants, security holders or others, of documents, information, notices, books, records, things, reports, orders, authorizations or other communications required under or governed by Nova Scotia securities laws;

(dk) providing for exemptions from or varying the requirements set out in Sections 137 to 146;

(dl) providing for exemptions from or varying the requirements of Section 67 or 70;

(dm) prescribing requirements in respect of amendments to prospectuses or preliminary prospectuses, including

(i) prescribing the circumstances in which an amendment to a preliminary prospectus or prospectus must be filed and delivered, and

(ii) establishing requirements to obtain a receipt for an amendment to a preliminary prospectus or prospectus;

(dn) prescribing requirements in connection with the first trade of securities previously acquired under an exemption from the prospectus requirement under this Act;

(do) prescribing documents for the purpose of the definition of "core document" in Section 146A;

(dp) providing for the application of Sections 146A to 146N to the acquisition of an issuer's security pursuant to a distribution that is exempt from Section 58 or 67 and to the acquisition or disposition of an issuer's security in connection with or pursuant to a take-over bid or issuer bid;

(dq) prescribing transactions or classes of transactions for the purpose of clause (d) of Section 146B;

(dr) prescribing, providing for exemptions from or varying any or all of the time periods in this Act or the regulations;

(ds) prescribing requirements with respect to the governance of reporting issuers for the purpose of Section 127C;

(dt) requiring reporting issuers to appoint audit committees and prescribing requirements relating to the functioning and responsibilities of audit committees, including requirements in respect of

(i) the standard of review to be applied by audit committees in their review of documents filed under Nova Scotia securities laws,

(ii) the certification or other evidence of review by audit committees,

(iii) the scope and content of an audit committee's review, and

(iv) the composition of audit committees and the qualifications of audit committee members, including independence requirements;

(du) requiring reporting issuers to devise and maintain a system of internal controls related to the effectiveness and efficiency of their operations, including financial reporting and asset control, sufficient to provide reasonable assurances that

(i) transactions are executed in accordance with management's general or specific authorization,

(ii) transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles or any other criteria applicable to those statements,

(iii) transactions are recorded as necessary to maintain accountability for assets,

(iv) access to assets is permitted only in accordance with management's general or specific authorization, and

(v) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences;

(dv) requiring reporting issuers to devise and maintain disclosure controls and procedures sufficient to provide reasonable assurances that

(i) information required to be disclosed under Nova Scotia securities laws is recorded, processed, summarized and reported, within the time periods specified under Nova Scotia securities laws, and

(ii) information required to be disclosed under Nova Scotia securities laws is accumulated and communicated to the reporting issuer's management, including its chief executive and financial officers, as appropriate, to allow timely decisions regarding required disclosure;

(dw) requiring chief executive officers and chief financial officers of reporting issuers, or persons performing similar functions, to provide a certification that addresses the reporting issuer's internal controls, including a certification that addresses

(i) the establishment and maintenance of the internal controls,

(ii) the design of the internal controls, and

(iii) the evaluation of the effectiveness of the internal controls;

(dx) requiring chief executive officers and chief financial officers of reporting issuers, or persons performing similar functions, to provide a certification that addresses the reporting issuer's disclosure controls and procedures, including a certification that addresses

(i) the establishment and maintenance of the disclosure controls and procedures,

(ii) the design of the disclosure controls and procedures, and

(iii) the evaluation of the effectiveness of the disclosure controls and procedures;

(dy) requiring investment funds to establish and maintain a body for the purpose described in Section 127D, prescribing its powers and duties and prescribing requirements relating to

(i) the mandate and functioning of the body,

(ii) the composition of the body and qualifications for membership on the body, including matters respecting the independence of members and the process for selecting the members,

(iii) the standard of care that applies to members of the body when exercising their powers, performing their duties and carrying out their responsibilities,

(iv) the disclosure of information to security holders of the investment fund, to the investment fund manager and to the Commission, and

(v) matters affecting the investment fund that require review by the body or the approval of the body;

(dz) prescribing requirements for the certification of prospectuses by persons and companies in relation to the following:

(i) where the issuer is a trust, requiring individuals who perform functions for the issuer similar to those performed by a chief executive officer or chief financial officer of an issuer to certify the prospectus,

(ii) where the issuer is a trust and its business or a material part of its business is conducted through a person or company other than the issuer, requiring a director and the chief executive officer and the chief financial officer of the person or company, or individuals who perform functions for the person or company similar to those performed by a chief executive officer or chief financial officer, to certify the prospectus,

(iii) where the issuer is a limited partnership, requiring the general partner of the issuer and individuals who perform functions for the issuer similar to those performed by a chief executive officer or a chief financial officer of an issuer to certify the prospectus, and

(iv) where the issuer is not organized as a company, trust or limited partnership, requiring persons or companies that perform functions similar to those performed by persons or companies described in subclause (i), (ii) or (iii) or Section 63 to certify the prospectus;

(ea) respecting the preparation, form and content requirements applicable to the public dissemination of forward-looking information by reporting issuers where the dissemination is not part of a required filing;

(eb) in relation to those matters for which this Act refers to the regulations, prescribed matters or requirements or designations;

and

(g) relettering clause (bb) as (ec).

62 (1) Clause 150A(2)(b) of Chapter 418, as enacted by Chapter 32 of the Acts of 1996, is amended by adding ", or on a website maintained by the Commission or in such other manner as the Commission deems appropriate" **immediately after "Gazette" in the first line.**

(2) Subsection 150A(3) of Chapter 418, as enacted by Chapter 32 of the Acts of 1996, is amended by

(a) striking out "Governor in Council" in the fifth and sixth, in the eighth and in the tenth lines and substituting in each case "Minister"; **and**

(b) striking out "through the Minister that it" in the sixth and seventh lines and substituting "that the Minister".

(3) Subsection 150A(4) of Chapter 418, as enacted by Chapter 32 of the Acts of 1996, is amended by striking out "Governor in Council" in the first and second and in the fourth lines and substituting in each case "Minister".

63 Chapter 418 is further amended by adding immediately after Section 150B the following Section:

150C The Minister may, in writing, require the Commission to

(a) provide such information about its activities and operations as requested by the Minister;

(b) study and make recommendations in respect of any matter of a general nature or affecting this Act or the regulations; and

(c) consider making a rule in respect of a matter specified by the Minister.

64 Chapter 418 is further amended by

(a) striking out "Trial Division of the Supreme Court" wherever it appears in Chapter 418, except in Section 26, and substituting in each case "Supreme Court of Nova Scotia"; **and**

(b) striking out "Appeal Division of the Supreme Court" wherever it appears in Chapter 418 and substituting in each case "Nova Scotia Court of Appeal".

65 This Act comes into force on such day as the Governor in Council orders and declares by proclamation.